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Solutions Corporation and Philips & Lite-On Digital
Solutions U.S.A., Inc.*

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

**IN RE OPTICAL DISK DRIVE
PRODUCTS ANTITRUST LITIGATION**

MDL No. 2143

Case No. 3:13-cv-04991-RS

This Document Relates to:

ACER INC., et al.

Plaintiffs,

v.

LITE-ON IT CORPORATION, et al.

Defendants.

**DEFENDANTS PHILIPS & LITE-ON
DIGITAL SOLUTIONS CORPORATION
AND PHILIPS & LITE-ON DIGITAL
SOLUTIONS U.S.A., INC.'S ANSWER TO
ACER AMERICA CORPORATION'S
SECOND AMENDED COMPLAINT**

1 Defendants Philips & Lite-On Digital Solutions Corporation (“PLDS”) and Philips &
2 Lite-On Digital Solutions U.S.A., Inc. (“PLDS USA”) (collectively, “Defendants”) hereby
3 Answer the Complaint of Acer America Corporation, et al. (“Plaintiffs”).

4 This Answer is based upon the information currently available to Defendants, which
5 reserve the right to amend this Answer to the extent permitted by the Federal Rules of Civil
6 Procedure. The Complaint contains numerous headings, which are not allegations and do not
7 require a response from Defendants. To the extent that any headings are construed as
8 allegations, they are denied.

9 Defendants admit certain allegations made by Plaintiffs, but deny all allegations of a
10 single, continuous conspiracy. Nothing herein should be construed as an admission of the
11 existence of a single, continuous conspiracy.

12 1. Paragraph 1 contains characterizations, legal argument, and conclusions, to which
13 no response is required. To the extent an answer is deemed required, Defendants admit that they
14 reached a limited number of agreements with certain individual competitors regarding specific
15 procurement events for a few OEM customers which did not include Plaintiffs. Defendants
16 further admit that certain of their employees engaged in a number of communications with
17 certain competitors’ employees and that some of these communications related to ODDs.
18 Defendants deny the remaining allegations.

19 2. Defendants admit the allegations in the first and third sentences of Paragraph 2
20 are generally accurate. Defendants deny the allegations in the second sentence in the form and
21 manner alleged, but admit that notebook and desktop computers, camcorders and game consoles
22 are examples of products that can incorporate or connect to ODDs. The fourth sentence consists
23 of Plaintiffs’ characterization of the remainder of their allegations, to which no response is
24 required. To the extent an answer is deemed required, Defendants incorporate by reference their
25 responses to the specific Paragraphs, and the allegations therein, referenced in Paragraph 2.

26 3. Paragraph 3 describes the terminology used in the Complaint, to which no
27 response is required.

28 4. Defendants admit that the allegations in Paragraph 4 are generally accurate with

1 regard to the description of ODD technology.

2 5. Paragraph 5 contains characterizations and conclusions, to which no response is
3 required. To the extent an answer is deemed required, Defendants lack sufficient knowledge or
4 information to form a belief as to the truth of the allegations and therefore deny the allegations.

5 6. Paragraph 6 contains characterizations, legal argument, and conclusions, to which
6 no response is required. To the extent an answer is deemed required, Defendants admit that they
7 reached a limited number of agreements with certain individual competitors regarding specific
8 procurement events for a few OEM customers which did not include Plaintiffs. Defendants
9 further admit that certain of their employees engaged in a number of communications with
10 certain competitors' employees and that some of these communications related to ODDs.
11 Defendants deny the remaining allegations.

12 7. Paragraph 7 contains characterizations, legal argument, and conclusions, to which
13 no response is required. To the extent an answer is deemed required, Defendants admit that the
14 DOJ has initiated an investigation of the ODD which reportedly includes an application for
15 amnesty. Defendants deny the allegations in the third sentence to the extent they relate to
16 Defendants. To the extent the allegations in the third sentence relate to other ODD Defendants,
17 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
18 allegations and therefore deny the allegations. Defendants deny the remaining allegations.

19 8. Paragraph 8 contains characterizations, legal argument, and conclusions, to which
20 no response is required. To the extent an answer is deemed required, Paragraph 8 purports to
21 quote or describe plea agreements of HLDSI and certain HLDSI employees. Defendants state
22 that the plea agreements are the best source for their full content and context. Defendants lack
23 sufficient knowledge or information to form a belief as to the truth of the allegations and
24 therefore deny the allegations.

25 9. Paragraph 9 contains characterizations, legal argument, and conclusions, to which
26 no response is required.

27 10. Paragraph 10 contains characterizations, legal argument, and conclusions, to
28 which no response is required.

1 11. Paragraph 11 contains characterizations, legal argument, and conclusions, to
2 which no response is required.

3 12. Paragraph 12 contains characterizations, legal argument, and conclusions, to
4 which no response is required.

5 13. Paragraph 13 contains characterizations, legal argument, and conclusions, to
6 which no response is required.

7 14. Paragraph 14 contains characterizations, legal argument, and conclusions, to
8 which no response is required.

9 15. Defendants lack sufficient knowledge or information to form a belief as to the
10 truth of the allegations in Paragraph 15 and therefore deny the allegations.

11 16. Defendants lack sufficient knowledge or information to form a belief as to the
12 truth of the allegations in Paragraph 16 and therefore deny the allegations.

13 17. Defendants lack sufficient knowledge or information to form a belief as to the
14 truth of the allegations in Paragraph 17 and therefore deny the allegations.

15 18. Paragraph 18 describes the terminology used in the Complaint, to which no
16 response is required.

17 19. Defendants lack sufficient knowledge or information to form a belief as to the
18 truth of the allegations in Paragraph 19 and therefore deny the allegations.

19 20. Paragraph 20 contains characterizations, legal argument, and conclusions, to
20 which no response is required. To the extent an answer is deemed required, Defendants deny the
21 allegations.

22 21. Defendants lack sufficient knowledge or information to form a belief as to the
23 truth of the allegations in Paragraph 21 and therefore deny the allegations.

24 22. Defendants admit the allegations in the first sentence of Paragraph 22, except to
25 state that Philips has changed its name to Koninklijke Philips N.V. (*See* MDL No. 2143, Dkt.
26 No. 974.) Defendants deny the allegations in the second sentence in the form and manner
27 alleged, but admit that Philips owned a 51 percent interest in PLDS. Defendants admit that
28 Philips sold and/or distributed ODDs during a portion of the purported Relevant Period, but deny

1 the remaining allegations in the third sentence.

2 23. Defendants admit the allegations in the first, second and third sentences of
3 Paragraph 23. Defendants admit that PLDS sold and/or distributed ODDs during a portion of the
4 purported Relevant Period, but deny the remaining allegations in the fourth sentence.

5 24. Defendants admit the allegations in the first, second and third sentences of
6 Paragraph 24. Defendants admit that PLDS USA sold and/or distributed ODDs in the United
7 States during a portion of the purported Relevant Period, but deny the remaining allegations in
8 the fourth sentence.

9 25. The first sentence in Paragraph 25 describes the terminology used in the
10 Complaint, to which no response is required. The second sentence purports to summarize the
11 subsequent Paragraphs in Plaintiffs' Complaint, to which no response is required. To the extent
12 an answer is deemed required, Defendants incorporate by reference their responses to the
13 specific Paragraphs, and the allegations therein, referenced in Paragraph 25.

14 26. Paragraph 26 purports to quote or describe the statement of an unidentified TSST
15 employee. Defendants state that the original statement is the best source for its full content and
16 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of
17 the allegations therefore deny the allegations.

18 27. Defendants admit the allegations in the first sentence of Paragraph 27.
19 Defendants deny the allegations in the second sentence in the form and manner alleged, but
20 admit that Lite-On owned a 49 percent interest in PLDS. Defendants further admit that Lite-On,
21 or an affiliated entity, manufactured, sold and/or distributed ODDs during a portion of the
22 purported Relevant Period, but deny the remaining allegations in the third sentence.

23 28. Defendants lack sufficient knowledge or information to form a belief as to the
24 truth of the allegations in Paragraph 28 and therefore deny the allegations.

25 29. Defendants lack sufficient knowledge or information to form a belief as to the
26 truth of the allegations in Paragraph 29 and therefore deny the allegations.

27 30. Defendants lack sufficient knowledge or information to form a belief as to the
28 truth of the allegations in Paragraph 30 and therefore deny the allegations.

1 31. Defendants lack sufficient knowledge or information to form a belief as to the
2 truth of the allegations in Paragraph 31 and therefore deny the allegations.

3 32. Defendants lack sufficient knowledge or information to form a belief as to the
4 truth of the allegations in Paragraph 32 and therefore deny the allegations.

5 33. Defendants lack sufficient knowledge or information to form a belief as to the
6 truth of the allegations in Paragraph 33 and therefore deny the allegations.

7 34. Paragraph 34 purports to quote or describe Sony Corporation's March 2011 Form
8 20-F filing with the SEC. Defendants state that the filing is the best source for its full content
9 and context. Defendants lack sufficient knowledge or information to form a belief as to the truth
10 of the allegations and therefore deny the allegations.

11 35. Paragraph 35 purports to quote or describe the statement of an unidentified former
12 employee of Sony Optiarc Inc. Defendants state that the original statement is the best source for
13 its full content and context. Defendants lack sufficient knowledge or information to form a
14 belief as to the truth of the allegations and therefore deny the allegations.

15 36. Defendants lack sufficient knowledge or information to form a belief as to the
16 truth of the allegations in Paragraph 36 and therefore deny the allegations.

17 37. Paragraph 37 contains characterizations, legal argument, and conclusions, to
18 which no response is required. To the extent an answer is deemed required, Defendants lack
19 sufficient knowledge or information to form a belief as to the truth of the allegations and
20 therefore deny the allegations.

21 38. Defendants lack sufficient knowledge or information to form a belief as to the
22 truth of the allegations in Paragraph 38 and therefore deny the allegations.

23 39. Defendants lack sufficient knowledge or information to form a belief as to the
24 truth of the allegations in the first five sentences of Paragraph 39 and therefore deny the
25 allegations. The remainder of Paragraph 39 purports to quote or describe Toshiba's 2009 Annual
26 Report. Defendants state that the report is the best source for its full content and context.
27 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
28 allegations and therefore deny the allegations.

1 40. Paragraph 40 contains characterizations, legal argument, and conclusions, to
2 which no response is required. To the extent an answer is deemed required, Defendants lack
3 sufficient knowledge or information to form a belief as to the truth of the allegations and
4 therefore deny the allegations.

5 41. Defendants lack sufficient knowledge or information to form a belief as to the
6 truth of the allegations in Paragraph 41 and therefore deny the allegations.

7 42. Defendants lack sufficient knowledge or information to form a belief as to the
8 truth of the allegations in Paragraph 42 and therefore deny the allegations.

9 43. Paragraph 43 purports to quote or describe Samsung Electronics Co. Ltd.'s 2008
10 Annual Report. Defendants state that the report is the best source for its full content and
11 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of
12 the allegations and therefore deny the allegations.

13 44. Paragraph 44 contains characterizations, legal argument, and conclusions, to
14 which no response is required. To the extent an answer is deemed required, Defendants lack
15 sufficient knowledge or information to form a belief as to the truth of the allegations and
16 therefore deny the allegations.

17 45. Defendants lack sufficient knowledge or information to form a belief as to the
18 truth of the allegations in Paragraph 45 and therefore deny the allegations.

19 46. Defendants lack sufficient knowledge or information to form a belief as to the
20 truth of the allegations in the first and third sentences of Paragraph 46 and therefore deny the
21 allegations. The second sentence purports to quote or describe Toshiba's 2009 Annual Report
22 and sentences four through six purport to quote or describe TSST Korea's website. Defendants
23 state that the Annual Report and website are the best source for their full content and context.
24 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
25 allegations and therefore deny the allegations.

26 47. Paragraph 47 contains characterizations, legal argument, and conclusions, to
27 which no response is required. To the extent an answer is deemed required, Defendants lack
28 sufficient knowledge or information to form a belief as to the truth of the allegations and

1 therefore deny the allegations.

2 48. Defendants lack sufficient knowledge or information to form a belief as to the
3 truth of the allegations in Paragraph 48 and therefore deny the allegations.

4 49. Defendants lack sufficient knowledge or information to form a belief as to the
5 truth of the allegations in Paragraph 49 and therefore deny the allegations.

6 50. Defendants lack sufficient knowledge or information to form a belief as to the
7 truth of the allegations in Paragraph 50 and therefore deny the allegations

8 51. Defendants lack sufficient knowledge or information to form a belief as to the
9 truth of the allegations in Paragraph 51 and therefore deny the allegations.

10 52. Defendants lack sufficient knowledge or information to form a belief as to the
11 truth of the allegations in Paragraph 52 and therefore deny the allegations.

12 53. Paragraph 53 describes the terminology used in the Complaint, to which no
13 response is required.

14 54. Paragraph 54 contains characterizations, legal argument, and conclusions, to
15 which no response is required. To the extent an answer is deemed required, Defendants deny the
16 allegations in the form and manner alleged.

17 55. Paragraph 55 contains characterizations, legal argument, and conclusions, to
18 which no response is required. To the extent an answer is deemed required, Defendants deny the
19 allegations.

20 56. Paragraph 57 contains characterizations, legal argument, and conclusions, to
21 which no response is required. To the extent an answer is deemed required, Defendants deny
22 that it is appropriate for Plaintiffs to refer to a corporate family or companies by a single name in
23 their allegations of participation in the alleged conspiracy. Defendants further deny that one or
24 more employees or agents of entities within a corporate family can engage in conspiratorial acts
25 on behalf of every company in that corporate family. Defendants deny the remaining allegations.

26 57. Paragraph 57 contains characterizations, legal argument, and conclusions, to
27 which no response is required. To the extent an answer is deemed required, Defendants deny the
28 allegations.

1 58. Paragraph 58 contains characterizations, legal argument, and conclusions, to
2 which no response is required. To the extent an answer is deemed required, Defendants deny the
3 allegations in the form and manner alleged.

4 59. Paragraph 59 contains characterizations, legal argument, and conclusions, to
5 which no response is required. To the extent an answer is deemed required, Defendants deny the
6 allegations.

7 60. Paragraph 60 contains characterizations, legal argument, and conclusions, to
8 which no response is required. To the extent an answer is deemed required, and to the extent the
9 allegations relate to Defendants, Defendants deny the allegations in the form and manner alleged.
10 To the extent the allegations relate to other ODD Defendants, Defendants lack sufficient
11 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
12 allegations.

13 61. Defendants lack sufficient knowledge or information to form a belief as to the
14 truth of the allegations in Paragraph 61 and therefore deny the allegations.

15 62. Defendants lack sufficient knowledge or information to form a belief as to the
16 truth of the allegations in Paragraph 62 and therefore deny the allegations.

17 63. Defendants lack sufficient knowledge or information to form a belief as to the
18 truth of the allegations in Paragraph 63 and therefore deny the allegations.

19 64. Paragraph 64 purports to quote or describe Hitachi Ltd.'s March 2011 Form 20-F
20 filing with the SEC. Defendants state that the filing is the best source for its full content and
21 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of
22 the allegations and therefore deny the allegations.

23 65. Paragraph 65 describes the terminology used in the Complaint, to which no
24 response is required.

25 66. Paragraph 66 purports to quote or describe Hitachi Ltd.'s November 2009 Form
26 6-K filing with the SEC. Defendants state that the filing is the best source for its full content
27 and context. Defendants lack sufficient knowledge or information to form a belief as to the truth
28 of the allegations and therefore deny the allegations.

1 67. Paragraph 67 contains characterizations, legal argument, and conclusions, to
2 which no response is required. To the extent an answer is deemed required, Defendants lack
3 sufficient knowledge or information to form a belief as to the truth of the allegations and
4 therefore deny the allegations.

5 68. Defendants lack sufficient knowledge or information to form a belief as to the
6 truth of the allegations in Paragraph 68 and therefore deny the allegations.

7 69. Defendants lack sufficient knowledge or information to form a belief as to the
8 truth of the allegations in Paragraph 69 and therefore deny the allegations.

9 70. Paragraph 70 describes the terminology used in the Complaint, to which no
10 response is required.

11 71. Defendants lack sufficient knowledge or information to form a belief as to the
12 truth of the allegations in Paragraph 71 and therefore deny the allegations.

13 72. Defendants lack sufficient knowledge or information to form a belief as to the
14 truth of the allegations in Paragraph 72 and therefore deny the allegations.

15 73. Paragraph 73 describes the terminology used in the Complaint, to which no
16 response is required.

17 74. On information and belief, Defendants admit that TEAC Corporation is a business
18 entity organized under the laws of Japan and with its principal place of business in Japan.
19 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
20 remaining allegations and therefore deny the allegations.

21 75. Defendants lack sufficient knowledge or information to form a belief as to the
22 truth of the allegations in Paragraph 75 and therefore deny the allegations.

23 76. Paragraph 76 describes the terminology used in the Complaint, to which no
24 response is required.

25 77. Defendants lack sufficient knowledge or information to form a belief as to the
26 truth of the allegations in Paragraph 77 and therefore deny the allegations.

27 78. Defendants lack sufficient knowledge or information to form a belief as to the
28 truth of the allegations in Paragraph 78 and therefore deny the allegations.

1 79. Paragraph 79 describes the terminology used in the Complaint, to which no
2 response is required.

3 80. Defendants lack sufficient knowledge or information to form a belief as to the
4 truth of the allegations in Paragraph 80 and therefore deny the allegations.

5 81. Defendants lack sufficient knowledge or information to form a belief as to the
6 truth of the allegations in Paragraph 81 and therefore deny the allegations.

7 82. Paragraph 82 contains characterizations, legal argument, and conclusions, to
8 which no response is required. To the extent an answer is deemed required, Defendants deny the
9 allegations in the form and manner alleged.

10 83. Paragraph 83 contains characterizations, legal argument, and conclusions, to
11 which no response is required. To the extent an answer is deemed required, Defendants deny the
12 allegations.

13 84. Paragraph 84 contains characterizations, legal argument, and conclusions, to
14 which no response is required. To the extent an answer is deemed required, Defendants lack
15 sufficient knowledge or information to form a belief as to the truth of the allegations.

16 85. Paragraph 85 contains characterizations, legal argument, and conclusions, to
17 which no response is required. To the extent an answer is deemed required, Defendants deny the
18 allegations.

19 86. Paragraph 86 contains characterizations, legal argument, and conclusions, to
20 which no response is required. To the extent an answer is deemed required, Defendants deny the
21 allegations.

22 87. Defendants lack sufficient knowledge or information to form a belief as to the
23 truth of the allegations in Paragraph 87 and therefore deny the allegations.

24 88. Defendants lack sufficient knowledge or information to form a belief as to the
25 truth of the allegations in Paragraph 88 and therefore deny the allegations.

26 89. Defendants lack sufficient knowledge or information to form a belief as to the
27 truth of the allegations in Paragraph 89 and therefore deny the allegations.

28 90. Paragraph 90 contains characterizations, legal argument, and conclusions, to

1 which no response is required. To the extent an answer is deemed required, Defendants deny the
2 allegations in the form and manner alleged, but admit that Defendants sold ODDs through
3 various direct channels for a portion of the purported Relevant Period.

4 91. Paragraph 91 contains characterizations, legal argument, and conclusions, to
5 which no response is required. To the extent an answer is deemed required, Defendants lack
6 sufficient knowledge or information to form a belief as to the truth of the allegations and
7 therefore deny the allegations.

8 92. Defendants admit that the allegations in Paragraph 92 are generally accurate with
9 regard to the description of ODD technology.

10 93. Defendants admit that the allegations in Paragraph 93 are generally accurate with
11 regard to the description of ODD technology.

12 94. Defendants admit that the allegations in Paragraph 94 are generally accurate with
13 regard to the description of ODD technology. Defendants lack sufficient knowledge or
14 information to form a belief as to the truth of the remaining allegations and therefore deny the
15 allegations.

16 95. Defendants admit that the allegations in Paragraph 95 are generally accurate with
17 regard to the description of ODD technology, except deny that most ODDs presently installed in
18 computers have jumper settings on the back end.

19 96. Defendants admit that the allegations in Paragraph 96 are generally accurate with
20 regard to the description of ODD technology.

21 97. Paragraph 97 purports to quote or describe an article from Geeks.com website.
22 Defendants state that the article is the best source for its full content and context. Defendants
23 lack sufficient knowledge or information to form a belief as to the truth of the allegations and
24 therefore deny the allegations.

25 98. Defendants lack sufficient knowledge or information to form a belief as to the
26 truth of the allegations in Paragraph 98 and therefore deny the allegations.

27 99. Defendants lack sufficient knowledge or information to form a belief as to the
28 truth of the allegations in Paragraph 99 and therefore deny the allegations.

1 100. Defendants lack sufficient knowledge or information to form a belief as to the
2 truth of the allegations in Paragraph 100 and therefore deny the allegations.

3 101. Defendants admit that the allegations in the first, fifth, sixth and seventh sentences
4 of Paragraph 101 are generally accurate with regard to the description of ODD technology.
5 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
6 remaining allegations and therefore deny the allegations.

7 102. Defendants lack sufficient knowledge or information to form a belief as to the
8 truth of the allegations in Paragraph 102 and therefore deny the allegations.

9 103. Paragraph 103 purports to quote or describe statements of the Digital
10 Entertainment Group. Defendants state that the original statements are the best source for their
11 full content and context. Defendants lack sufficient knowledge or information to form a belief as
12 to the truth of the allegations and therefore deny the allegations.

13 104. Defendants admit that the allegations in Paragraph 104 are generally accurate
14 with regard to the description of ODD technology.

15 105. Paragraph 105 contains characterizations, legal argument, and conclusions to
16 which no response is necessary. To the extent an answer is deemed necessary, Defendants lack
17 sufficient knowledge or information to form a belief as to the truth of the allegations and
18 therefore deny the allegations.

19 106. Paragraph 106 contains characterizations, legal argument, and conclusions, to
20 which no response is required. To the extent an answer is deemed required, Defendants admit
21 that the ODD industry has faced downward pricing pressures and that the industry has honed its
22 ability to manufacture certain ODDs more efficiently and at lower costs. Defendants deny the
23 remaining allegations in the form and manner alleged.

24 107. Defendants lack sufficient knowledge or information to form a belief as to the
25 truth of the allegations in the first and second sentences of Paragraph 107 and therefore deny the
26 allegations. The remaining sentences purport to quote or describe publications by industry
27 sources. Defendants state that the publications are the best source for their full content and
28 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of

1 these allegations and therefore deny the allegations.

2 108. Paragraph 108 purports to quote or describe statements of Sony and NEC
3 executives. Defendants state that the original statements are the best source for their full content
4 and context. Defendants lack sufficient knowledge or information to form a belief as to the truth
5 of the allegations and therefore deny the allegations.

6 109. Paragraph 109 contains characterizations, legal argument, and conclusions, to
7 which no response is required. To the extent an answer is deemed required, Defendants deny the
8 allegations in the first sentence. Defendants admit that the allegations in the second sentence are
9 generally accurate. The third sentence purports to quote an unidentified consumer survey.
10 Defendants state that the survey is the best source for its full content and context. Defendants
11 lack sufficient knowledge or information to form a belief as to these truth of the allegations and
12 therefore deny the allegations.

13 110. Paragraph 110 contains characterizations, legal argument, and conclusions, to
14 which no response is required. To the extent an answer is deemed required, Defendants deny the
15 allegations.

16 111. Paragraph 111 contains characterizations and conclusions, to which no response is
17 required. Paragraph 111 also purports to rely upon unidentified and unknown materials. To the
18 extent an answer is deemed required, Defendants state that the original materials are the best
19 source for their full content and context. Defendants lack sufficient knowledge or information to
20 form a belief as to the truth of the allegations and therefore deny the allegations.

21 112. Paragraph 112 contains characterizations, legal argument, and conclusions, to
22 which no response is required. To the extent an answer is deemed required, Defendants deny the
23 allegations in the first and second sentences. The third and fourth sentences purport to rely upon
24 unidentified industry reports and data. Defendants state that the reports and data are the best
25 source for their full content and context. Defendants lack sufficient knowledge or information to
26 form a belief as to the truth of these allegations and therefore deny the allegations.

27 113. Paragraph 113 purports to describe a Sony Optiarc graph. Defendants state that
28 the graph is the best source for its full content and context. Defendants lack sufficient

1 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
2 allegations.

3 114. Defendants admit that PLDS was formed in 2007. Defendants lack sufficient
4 knowledge or information to form a belief as to the truth of the remaining allegations and
5 therefore deny the allegations.

6 115. The first sentence in Paragraph 115 contains characterizations, legal argument,
7 and conclusions, to which no response is required. To the extent an answer is deemed required,
8 Defendants deny the allegations. The second sentence purports to quote or describe a statement
9 of a Sony spokesperson. Defendants state that the original statement is the best source for its full
10 content and context. Defendants lack sufficient knowledge or information to form a belief as to
11 the truth of the allegations and therefore deny the allegations.

12 116. The first sentence of Paragraph 116 purports to quote or describe an unidentified
13 statement by Tseng Huan-Xiong. Defendants lack sufficient knowledge or information to form a
14 belief as to the truth of the allegations regarding this unidentified and unknown document and
15 therefore deny the allegations. The second sentence purports to quote or describe another
16 statement of Tseng. Defendants admit that there is an online report attributing the quoted
17 statement to Charlie Tseng.

18 117. Defendants deny that QSI has manufactured ODDs for PLDS. Defendants lack
19 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
20 in Paragraph 117 and therefore deny the allegations.

21 118. Paragraph 118 contains characterizations, legal argument, and conclusions, to
22 which no response is required. To the extent an answer is deemed required, Defendants deny the
23 allegations.

24 119. The first three sentences of Paragraph 119 contain characterizations, legal
25 argument, and conclusions, to which no response is required. To the extent an answer is deemed
26 required, Defendants deny the allegations. The fourth sentence purports to rely upon
27 unidentified and unknown sources. Defendants lack sufficient knowledge or information to form
28 a belief as to the truth of these allegations and therefore deny the allegations.

1 120. The first and second sentences of Paragraph 120 contains characterizations and
2 conclusions, to which no response is required. To the extent an answer is deemed required,
3 Defendants admit that OEMs usually require a qualification process before entering into supply,
4 but deny the remaining allegations in the form and manner alleged. The third and fourth
5 sentences purport to quote or describe statements of an unidentified analyst. Defendants state
6 that the original statements are the best source for their full content and context. Defendants lack
7 sufficient knowledge or information to form a belief as to the truth of these allegations and
8 therefore deny the allegations.

9 121. Paragraph 121 contains characterizations, legal argument, and conclusions, to
10 which no response is required. To the extent an answer is deemed required, Defendants deny the
11 allegations.

12 122. Paragraph 122 purports to attribute a statement to PLDS. Defendants admit that
13 there is a corporate statement with the language quoted in Paragraph 122 and state that the
14 document is the best source of its content and context.

15 123. Paragraph 123 contains characterizations, legal argument, and conclusions, to
16 which no response is required. To the extent an answer is deemed required, Defendants deny the
17 allegations in the form and manner alleged.

18 124. Paragraph 124 contains characterizations, legal argument, and conclusions, to
19 which no response is required. To the extent an answer is deemed required, Defendants lack
20 sufficient knowledge or information to form a belief as to the truth of the allegations and
21 therefore deny the allegations.

22 125. Defendants lack sufficient knowledge or information to form a belief as to the
23 truth of the allegations in Paragraph 125 and therefore deny the allegations.

24 126. Defendants lack sufficient knowledge or information to form a belief as to the
25 truth of the allegations in Paragraph 126 and therefore deny the allegations.

26 127. Defendants lack sufficient knowledge or information to form a belief as to the
27 truth of the allegations in Paragraph 127 and therefore deny the allegations.

28 128. Defendants lack sufficient knowledge or information to form a belief as to the

1 truth of the allegations in Paragraph 128 and therefore deny the allegations.

2 129. Defendants lack sufficient knowledge or information to form a belief as to the
3 truth of the allegations in Paragraph 129 and therefore deny the allegations.

4 130. Paragraph 130 contains characterization, legal argument, and conclusions, to
5 which no response is required. To the extent an answer is deemed required, Defendants lack
6 sufficient knowledge or information to form a belief as to the truth of the allegations and
7 therefore deny the allegations.

8 131. Paragraph 131 contains characterization, legal argument, and conclusions, and
9 purports to rely upon a Mitsubishi Electric presentation, to which no response is required. To the
10 extent an answer is deemed required, Defendants state that the presentation is the best source of
11 its full content and context. Defendants lack sufficient knowledge or information to form a
12 belief as to the truth of the allegations and therefore deny the allegations.

13 132. Paragraph 132 contains characterizations, legal argument, and conclusions, to
14 which no response is required. To the extent an answer is deemed required, Defendants lack
15 sufficient knowledge or information to form a belief as to the truth of the allegations and
16 therefore deny the allegations.

17 133. Paragraph 133 contains characterizations, legal argument, and conclusions, and
18 purports to quote from unidentified sources, to which no response is required. To the extent an
19 answer is deemed required, Defendants lack sufficient knowledge or information to form a belief
20 as to the truth of the allegations in the first sentence and therefore deny the allegations. To the
21 extent Paragraph 133 purports to quote or describe industry reports or corporate statements,
22 Defendants state that the reports and statements are the best source for their full content and
23 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of
24 the remaining allegations and therefore deny the allegations.

25 134. Paragraph 134 contains characterizations, legal argument, and conclusions, and
26 purports to quote from unidentified sources, to which no response is required. To the extent an
27 answer is deemed required, Defendants deny the allegations in the first sentence in the form and
28 manner alleged. The second sentence purports to quote or describe an unidentified analyst

1 report. Defendants state that report is the best source for its full content and context. Defendants
 2 lack sufficient knowledge or information to form a belief as to the truth of the allegations and
 3 therefore deny the allegations.

4 135. Paragraph 135 contains characterizations, legal argument, and conclusions, to
 5 which no response is required. To the extent an answer is deemed required, Defendants deny the
 6 allegations in the first, second, and fourth sentences. The third sentence purports to quote or
 7 describe an unidentified analyst report. Defendants state that report is the best source for its full
 8 content and context. Defendants lack sufficient knowledge or information to form a belief as to
 9 the truth of these allegations and therefore deny these allegations

10 136. Paragraph 136 contains characterizations, legal argument, and conclusions, to
 11 which no response is required. To the extent an answer is deemed required, Defendants deny the
 12 allegations.

13 137. Defendants lack sufficient knowledge or information to form a belief as to the
 14 truth of the allegations in Paragraph 137 and therefore deny the allegations.

15 138. Defendants lack sufficient knowledge or information to form a belief as to the
 16 truth of the allegations in Paragraph 138 and therefore deny the allegations.

17 139. Defendants lack sufficient knowledge or information to form a belief as to the
 18 truth of the allegations in Paragraph 139 and therefore deny the allegations.

19 140. Defendants lack sufficient knowledge or information to form a belief as to the
 20 truth of the allegations in Paragraph 140 and therefore deny the allegations.

21 141. Defendants lack sufficient knowledge or information to form a belief as to the
 22 truth of the allegations in Paragraph 141 and therefore deny the allegations.

23 142. Defendants lack sufficient knowledge or information to form a belief as to the
 24 truth of the allegations in Paragraph 142 and therefore deny the allegations.

25 143. Defendants lack sufficient knowledge or information to form a belief as to the
 26 truth of the allegations in Paragraph 143 and therefore deny the allegations.

27 144. Defendants lack sufficient knowledge or information to form a belief as to the
 28 truth of the allegations in Paragraph 144 and therefore deny the allegations.

1 145. Defendants lack sufficient knowledge or information to form a belief as to the
2 truth of the allegations in Paragraph 145 and therefore deny the allegations. To the extent
3 Paragraph 145 purports to quote or describe statements of the RDVDC, Defendants state that the
4 original statements are the best source for their full content and context. Defendants lack
5 sufficient knowledge or information to form a belief as to the truth of these allegations and
6 therefore deny the allegations.

7 146. Defendants lack sufficient knowledge or information to form a belief as to the
8 truth of the allegations in Paragraph 146 and therefore deny the allegations.

9 147. Defendants lack sufficient knowledge or information to form a belief as to the
10 truth of the allegations in Paragraph 147 and therefore deny the allegations.

11 148. Defendants lack sufficient knowledge or information to form a belief as to the
12 truth of the allegations in Paragraph 148 and therefore deny the allegations.

13 149. Defendants lack sufficient knowledge or information to form a belief as to the
14 truth of the allegations in Paragraph 149 and therefore deny the allegations.

15 150. Paragraph 150 purports to quote or describe a statement of Warner Home Video.
16 Defendants state that the original statement is the best source of its full content and context.
17 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
18 allegations and therefore deny the allegations.

19 151. Paragraph 151 purports to quote or describe a statement of Sony Electronics.
20 Defendants state that the original statement is the best source of its full content and context.
21 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
22 allegations and therefore deny the allegations.

23 152. Paragraph 152 purports to quote or describe a statement from the Optical Storage
24 Association's website. Defendants state that the website is the best source of its full content and
25 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of
26 the allegations and therefore deny the allegations.

27 153. Defendants lack sufficient knowledge or information to form a belief as to the
28 truth of the allegations in the first sentence of Paragraph 153 and therefore deny the allegations.

1 The remainder of Paragraph 153 purports to quote or describe statements from the Optical
 2 Storage Technology Association's website. Defendants state that the website is the best source
 3 of its full content and context. Defendants lack sufficient knowledge or information to form a
 4 belief as to the truth of the allegations and therefore deny the allegations.

5 154. Defendants lack sufficient knowledge or information to form a belief as to the
 6 truth of the allegations in Paragraph 154 and therefore deny the allegations.

7 155. Defendants lack sufficient knowledge or information to form a belief as to the
 8 truth of the allegations in Paragraph 155 and therefore deny the allegations.

9 156. Paragraph 156 contains characterizations, legal argument, and conclusions, to
 10 which no response is required. To the extent an answer is deemed required, Defendants lack
 11 sufficient knowledge or information to form a belief as to the truth of the allegations and
 12 therefore deny the allegations.

13 157. Defendants lack sufficient knowledge or information to form a belief as to the
 14 truth of the allegations in Paragraph 157 and therefore deny the allegations.

15 158. Defendants lack sufficient knowledge or information to form a belief as to the
 16 truth of the allegations in Paragraph 158 and therefore deny the allegations.

17 159. Paragraph 159 contains characterizations, legal argument, and conclusions, to
 18 which no response is required. To the extent an answer is deemed required, Defendants lack
 19 sufficient knowledge or information to form a belief as to the truth of the allegations and
 20 therefore deny the allegations.

21 160. Defendants lack sufficient knowledge or information to form a belief as to the
 22 truth of the allegations in Paragraph 160 and therefore deny the allegations.

23 161. Defendants lack sufficient knowledge or information to form a belief as to the
 24 truth of the allegations in Paragraph 161 and therefore deny the allegations.

25 162. Defendants lack sufficient knowledge or information to form a belief as to the
 26 truth of the allegations in Paragraph 162 and therefore deny the allegations.

27 163. Paragraph 163 contains characterizations, legal argument, and conclusions, to
 28 which no response is required. To the extent an answer is deemed required, Defendants lack

1 sufficient knowledge or information to form a belief as to the truth of the allegations and
2 therefore deny the allegations.

3 164. Defendants lack sufficient knowledge or information to form a belief as to the
4 truth of the allegations in Paragraph 164 and therefore deny the allegations.

5 165. Defendants lack sufficient knowledge or information to form a belief as to the
6 truth of the allegations in Paragraph 165 and therefore deny the allegations.

7 166. Paragraph 166 contains characterizations, legal argument, and conclusions, to
8 which no response is required. To the extent an answer is deemed required, Defendants lack
9 sufficient knowledge or information to form a belief as to the truth of the allegations and
10 therefore deny the allegations.

11 167. Paragraph 167 contains characterizations, legal argument, and conclusions, to
12 which no response is required. To the extent an answer is deemed required, Defendants deny the
13 allegations.

14 168. Paragraph 168 contains characterizations, legal argument, and conclusions, to
15 which no response is required. To the extent an answer is deemed required, Defendants deny the
16 allegations in the first sentence in the form and manner alleged, but admit that certain standards
17 have been developed for ODDs and that the organizations named in Paragraph 168 held a role in
18 the adoption of some of these standards. To the extent that Paragraph 168 purports to quote or
19 describe an unidentified statement regarding the role of these organizations, Defendants state that
20 the original statement is the best source for its full content and context. Defendants lack
21 sufficient knowledge or information to form a belief as to the truth of these allegations and
22 therefore deny the allegations.

23 169. Paragraph 169 contains characterizations and conclusions, to which no response is
24 required. Paragraph 169 also purports to quote or describe a statement by Philips Consumer
25 Electronics B.V. To the extent an answer is deemed required, Defendants state that the original
26 statement is the best source for its full content and context. Defendants lack sufficient
27 knowledge or information to form a belief as to the truth of the remaining allegations and
28 therefore deny the allegations.

1 170. Defendants deny the allegations in Paragraph 170 in the form and manner alleged,
2 but state that patents, other intellectual property rights and standardized product specifications do
3 exist in the ODD industry.

4 171. Defendants lack sufficient knowledge or information to form a belief as to the
5 truth of the allegations in Paragraph 171 and therefore deny the allegations.

6 172. Defendants lack sufficient knowledge or information to form a belief as to the
7 truth of the allegations in Paragraph 172 and therefore deny the allegations.

8 173. Paragraph 173 contains characterizations, legal argument, and conclusions, to
9 which no response is required. To the extent an answer is deemed required, Defendants deny the
10 allegations in the first sentence in the form and manner alleged. Defendants lack sufficient
11 knowledge or information to form a belief as to the truth of the allegations in the second sentence
12 and therefore deny the allegations. The third and fourth sentences purport to quote or describe
13 statements from an unidentified industry analyst and NEC, respectively. Defendants state that
14 the original statements are the best source of their full content and context. Defendants lack
15 sufficient knowledge or information to form a belief as to the truth of the allegations and
16 therefore deny the allegations.

17 174. Defendants deny the allegations in Paragraph 174 in the form and manner alleged,
18 but admit that patents, other intellectual property rights, and standardized product specifications
19 do exist in the ODD industry.

20 175. Paragraph 175 contains characterizations, legal argument, and conclusions, to
21 which no response is required. To the extent an answer is deemed required, Defendants admit
22 that they reached a limited number of agreements with certain individual competitors regarding
23 specific procurement events for a few OEM customers which did not include Plaintiffs.
24 Defendants further admit that certain of their employees engaged in a number of
25 communications with certain competitors' employees and that some of these communications
26 related to ODDs. Defendants deny the remaining allegations.

27 176. Paragraph 176 contains characterizations, legal argument, and conclusions, to
28 which no response is required. To the extent an answer is deemed required, Defendants admit

1 that they reached a limited number of agreements with certain individual competitors regarding
2 specific procurement events for a few OEM customers which did not include Plaintiffs.
3 Defendants further admit that certain of their employees engaged in a number of
4 communications with certain competitors' employees and that some of these communications
5 related to ODDs. Defendants deny the remaining allegations.

6 177. Paragraph 177 contains characterizations, legal argument, and conclusions, to
7 which no response is required. To the extent an answer is deemed required, Defendants admit
8 that certain of their employees engaged in a number of communications with certain
9 competitors' employees and that some of these communications related to ODDs. Defendants
10 deny the remaining allegations.

11 178. Paragraph 178 contains characterizations, legal argument, and conclusions, to
12 which no response is required. To the extent an answer is deemed required, Defendants admit
13 that Dell and HP conducted auctions among ODD suppliers during the purported Relevant
14 Period. Defendants admit that Dell conducted some of these auctions from Austin, Texas and
15 that HP conducted some of these auctions from Palo Alto, California or Houston, Texas.
16 Defendants further admit that they reached a limited number of agreements with certain
17 individual competitors regarding specific procurement events for a few OEM customers which
18 did not include Plaintiffs. Defendants deny the remaining allegations.

19 179. Defendants admit that there were two types of online procurement events used by
20 certain OEMs, but aver that not all OEMs used the same terminology for the type of electronic
21 event that Plaintiffs describe as an "e-auction." Defendants admit that the allegations in the
22 second and third sentences are generally accurate with respect to Dell and HP procurement
23 events. Defendants admit that Dell and HP sometimes provided feedback to competing
24 suppliers, but otherwise deny the allegations in the fourth sentence. Defendants further admit
25 that the frequency of procurement events described in the fifth sentence is generally accurate
26 with respect to certain OEMs. Defendants deny the remaining allegations in Paragraph 179.

27 180. Defendants admit that the allegations in Paragraph 180 are generally accurate
28 with respect to procurement events held by some, but not all, OEMs.

1 181. Paragraph 181 contains characterizations, legal argument, and conclusions, to
2 which no response is required. To the extent an answer is deemed required, Defendants admit
3 that they reached a limited number of agreements with certain individual competitors regarding
4 specific procurement events for a few OEM customers which did not include Plaintiffs.
5 Defendants further admit that certain of their employees engaged in a number of
6 communications with certain competitors' employees and that some of these communications
7 related to ODDs. Footnote 3 purports to quote or describe various public sources. Defendants
8 state that the public sources are the best source for their full content and context. Defendants
9 lack sufficient knowledge or information to form a belief as to the truth of the allegations and
10 therefore deny the allegations. Defendants deny the remaining allegations.

11 182. Paragraph 182 contains characterizations, legal argument, and conclusions, to
12 which no response is required. To the extent an answer is deemed required, Defendants admit
13 that certain OEMs required suppliers to meet together with that OEM. Defendants further admit
14 that a limited number of their employees met and had communications with competing suppliers
15 at customer-hosted supplier days and that, in some cases, their communications continued after
16 the supplier days. Defendants deny the remaining allegations.

17 183. Paragraph 183 contains characterizations, legal argument, and conclusions, to
18 which no response is required. To the extent an answer is deemed required Defendants admit
19 that a limited number of their employees engaged in emails, telephone calls and face-to-face
20 communications, the exact number being unknown, with certain competitors' employees and that
21 these communications occurred at various times, including before, during or after certain
22 individual procurement events, in order to exchange various types of information. To the extent
23 the allegations in the last sentence relate to Defendants, Defendants admit the allegations are
24 accurate with respect to some, but not all, OEM procurement events. To the extent the
25 allegations in the last sentence relate to other ODD Defendants, Defendants lack sufficient
26 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
27 allegations. Defendants deny the remaining allegations.

28 184. Paragraph 184 contains characterizations, legal argument, and conclusions, to

1 which no response is required. To the extent an answer is deemed required, Defendants deny the
2 allegations in the form and manner alleged, but admit that a limited number of their employees
3 met with certain competitors face-to-face and that, at some of these meetings, competitive
4 information was exchanged.

5 185. Paragraph 185 contains characterizations, legal argument, and conclusions, to
6 which no response is required. To the extent an answer is deemed required, Defendants admit
7 that they reached a limited number of agreements with certain individual competitors regarding
8 specific procurement events for a limited number of OEM customers which did not include
9 Plaintiffs. Defendants deny the remaining allegations.

10 186. Defendants lack sufficient knowledge or information to form a belief as to the
11 truth of the allegations in Paragraph 186 and therefore deny the allegations.

12 187. Defendants admit the allegations in the first five sentences of Paragraph 187. On
13 information and belief, Defendants admit the allegations in the sixth sentence of Paragraph 187.

14 188. On information and belief, Defendants admit the allegations in Paragraph 188.

15 189. Defendants lack sufficient knowledge or information to form a belief as to the
16 truth of the allegations in Paragraph 189 and therefore deny the allegations.

17 190. Paragraph 190 purports to quote or describe the statement of a Lite-On executive.
18 Defendants state that the original statement is the best source for its full content and context.
19 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
20 allegations and therefore deny the allegations.

21 191. Defendants lack sufficient knowledge or information to form a belief as to the
22 truth of the allegations in the first sentence in Paragraph 191 and therefore deny the allegations.
23 The second sentence purports to quote or describe an industry publication. Defendants state that
24 the publication is the best source for its full content and context. Defendants lack sufficient
25 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
26 allegations.

27 192. Paragraph 192 contains characterizations and conclusions, and purports to rely on
28 unidentified and unknown pricing data, to which no response is required. To the extent an

1 answer is deemed required, Defendants lack sufficient knowledge or information to form a belief
2 as to the truth of the allegations and therefore deny the allegations.

3 193. Paragraph 193 contains characterizations, legal argument, and conclusions, to
4 which no response is required. To the extent an answer is deemed required, Defendants deny the
5 allegations in the form and manner alleged.

6 194. Paragraph 194 contains characterizations, legal argument, and conclusions, to
7 which no response is required. To the extent an answer is deemed required, Defendants deny the
8 allegations.

9 195. Paragraph 195 contains characterizations, legal argument, and conclusions, to
10 which no response is required. To the extent an answer is deemed required, Paragraph 195
11 purports to quote or describe an HLDSI plea agreement. Defendants state that the plea agreement
12 is the best source for its full content and context. Defendants lack sufficient knowledge or
13 information to form a belief as to the truth of the allegations and therefore deny the allegations.

14 196. Paragraph 196 contains characterizations, legal argument, and conclusions, to
15 which no response is required. To the extent an answer is deemed required, Paragraph 196
16 purports to quote or describe plea agreement of certain HLDSI employees. Defendants state that
17 the plea agreements are the best source for their full content and context. Defendants lack
18 sufficient knowledge or information to form a belief as to the truth of the allegations and
19 therefore deny the allegations.

20 197. Paragraph 197 contains characterizations, legal argument, and conclusions, to
21 which no response is required. To the extent an answer is deemed required, Defendants lack
22 sufficient knowledge or information to form a belief as to the truth of the allegations and
23 therefore deny the allegations.

24 198. Paragraph 198 contains characterizations, legal argument, and conclusions, to
25 which no response is required. To the extent an answer is deemed required, Defendants deny the
26 allegations in the form and manner alleged.

27 199. The first sentence of Paragraph 199 contains characterizations, legal argument,
28 and conclusions, and purports to summarize the subsequent Paragraphs in Plaintiffs' Complaint,

1 to which no response is required. To the extent an answer is deemed required, Defendants
2 incorporate by reference their responses to the specific Paragraphs, and the allegations therein,
3 referenced in Paragraph 199. Defendants deny the allegations in the second sentence.

4 200. Defendants admit that certain of their employees engaged in a number of
5 communications with certain competitors' employees and that some of these communications
6 related to ODDs. Defendants further admit that these communications took place via email,
7 telephone calls, or face-to-face meetings, but state that not every employee involved in such
8 communications utilized each of these communication methods. Defendants further admit that
9 certain, but not all, customer account managers were involved in these communications.
10 Defendants deny the remaining allegations in Paragraph 200 in the form and manner alleged.

11 201. Paragraph 201 purports to quote or describe an HLDS email. Defendants state
12 that the email is the best source for its full content and context. Defendants lack sufficient
13 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
14 allegations.

15 202. Defendants lack sufficient knowledge or information to form a belief as to the
16 truth of the allegations in Paragraph 202 and therefore deny the allegations. To the extent
17 Paragraph 202 purports to quote or describe an HLDS document, Defendants state that the
18 document is the best source for its full content and context.

19 203. Paragraph 203 purports to quote or describe HLDS emails. Defendants state that
20 the emails are the best source for their full content and context. Defendants lack sufficient
21 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
22 allegations.

23 204. Paragraph 204 purports to quote or describe an HLDS email. Defendants state
24 that the email is the best source for its full content and context. Defendants lack sufficient
25 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
26 allegations.

27 205. Paragraph 205 purports to quote or describe a Quanta email. Defendants state that
28 the email is the best source for its full content and context. Defendants lack sufficient

1 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
2 allegations.

3 206. Defendants lack sufficient knowledge or information to form a belief as to the
4 truth of the allegations in Paragraph 206 and therefore deny the allegations. To the extent
5 Paragraph 206 purports to quote or describe a Quanta document, Defendants state that the
6 document is the best source for its full content and context.

7 207. Paragraph 207 purports to quote or describe an NEC email. Defendants state that
8 the email is the best source for its full content and context. Defendants lack sufficient
9 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
10 allegations.

11 208. Paragraph 208 purports to quote or describe a Sony NEC Optiarc email.
12 Defendants state that the email is the best source for its full content and context. Defendants lack
13 sufficient knowledge or information to form a belief as to the truth of the allegations and
14 therefore deny the allegations.

15 209. Defendants lack sufficient knowledge or information to form a belief as to the
16 truth of the allegations in Paragraph 209 and therefore deny the allegations.

17 210. Defendants deny the allegations in the first sentence of Paragraph 210.
18 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
19 remaining allegations and therefore deny the allegations. To the extent Paragraph 210 purports
20 to quote or describe an HLDS document, Defendants state that the document is the best source
21 for its full content and context.

22 211. Paragraph 211 purports to quote or describe a Panasonic document. Defendants
23 state that the document is the best source for its full content and context. Defendants lack
24 sufficient knowledge or information to form a belief as to the truth of the allegations and
25 therefore deny the allegations.

26 212. Paragraph 212 purports to quote or describe a Panasonic document. Defendants
27 state that the document is the best source for its full content and context. Defendants lack
28 sufficient knowledge or information to form a belief as to the truth of the allegations and

1 therefore deny the allegations.

2 213. Paragraph 213 purports to quote or describe an email exchange between Pioneer
3 and Philips. Defendants state that the email is the best source for its full content and context.
4 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
5 allegations and therefore deny the allegations.

6 214. Defendants lack sufficient knowledge or information to form a belief as to the
7 truth of the allegations in Paragraph 214 and therefore deny the allegations. To the extent
8 Paragraph 214 purports to quote or describe an HLDS document, Defendants state that the
9 document is the best source for its full content and context.

10 215. Defendants lack sufficient knowledge or information to form a belief as to the
11 truth of the allegations in Paragraph 215 and therefore deny the allegations. To the extent
12 Paragraph 215 purports to quote or describe an HLDS document, Defendants state that the
13 document is the best source for its full content and context.

14 216. Defendants lack sufficient knowledge or information to form a belief as to the
15 truth of the allegations in Paragraph 216 and therefore deny the allegations. To the extent
16 Paragraph 216 purports to quote or describe a Panasonic document, Defendants state that the
17 document is the best source for its full content and context.

18 217. Paragraph 217 purports to quote or describe a Panasonic document. Defendants
19 state that the document is the best source for its full content and context. Defendants lack
20 sufficient knowledge or information to form a belief as to the truth of the allegations and
21 therefore deny the allegations.

22 218. Defendants lack sufficient knowledge or information to form a belief as to the
23 truth of the allegations in Paragraph 218 and therefore deny the allegations. To the extent
24 Paragraph 218 purports to quote or describe an HLDS document, Defendants state that the
25 document is the best source for its full content and context.

26 219. To the extent the allegations in the first sentence of Paragraph 219 relate to
27 Defendants, Defendants deny the allegations in the form and manner alleged. To the extent the
28 allegations in the first sentence relate to other ODD Defendants, Defendants lack sufficient

1 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
2 allegations. Defendants lack sufficient knowledge or information to form a belief as to the truth
3 of the remaining allegations and therefore deny the allegations.

4 220. Paragraph 220 purports to quote or describe an HLDS document. Defendants
5 state that the document is the best source for its full content and context. Defendants lack
6 sufficient knowledge or information to form a belief as to the truth of the allegations and
7 therefore deny the allegations.

8 221. Paragraph 221 purports to quote or describe the deposition testimony of an HLDS
9 employee. Defendants state that the deposition transcript is the best source for the testimony's
10 full content and context. Defendants lack sufficient knowledge or information to form a belief as
11 to the truth of the allegations and therefore deny the allegations.

12 222. Defendants lack sufficient knowledge or information to form a belief as to the
13 truth of the allegations in Paragraph 222 and therefore deny the allegations. To the extent
14 Paragraph 222 purports to quote or describe an HLDS document, Defendants state that the
15 document is the best source for its full content and context.

16 223. Paragraph 223 purports to quote or describe a TSST-Korea document.
17 Defendants state that the document is the best source for its full content and context. Defendants
18 lack sufficient knowledge or information to form a belief as to the truth of the allegations and
19 therefore deny the allegations.

20 224. Defendants lack sufficient knowledge or information to form a belief as to the
21 truth of the allegations in Paragraph 224 and therefore deny the allegations. To the extent
22 Paragraph 224 purports to quote or describe an HLDS document, Defendants state that the
23 document is the best source for its full content and context.

24 225. Paragraph 225 purports to quote or describe an HLDS document. Defendants
25 state that the document is the best source for its full content and context. Defendants lack
26 sufficient knowledge or information to form a belief as to the truth of the allegations and
27 therefore deny the allegations.

28 226. Defendants lack sufficient knowledge or information to form a belief as to the

1 truth of the allegations in Paragraph 226 and therefore deny the allegations. To the extent
 2 Paragraph 226 purports to quote or describe Quanta documents, Defendants state that the
 3 documents are the best source for their full content and context.

4 227. Defendants lack sufficient knowledge or information to form a belief as to the
 5 truth of the allegations in Paragraph 227 and therefore deny the allegations.

6 228. The first sentence of Paragraph 228 contains characterizations, legal argument,
 7 and conclusions, to which no response is required. To the extent an answer is deemed required,
 8 Defendants deny the allegations in the first sentence. Defendants lack sufficient knowledge or
 9 information to form a belief as to the truth of the remaining allegations and therefore deny the
 10 allegations. To the extent Paragraph 228 purports to quote or describe HLDS documents,
 11 Defendants state that the documents are the best source for their full content and context.

12 229. To the extent the allegations in the first sentence of Paragraph 229 relate to
 13 Defendants, Defendants deny the allegations in the form and manner alleged. To the extent the
 14 allegations in the first sentence relate to other ODD Defendants, Defendants lack sufficient
 15 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
 16 allegations. The remainder of Paragraph 229 purports to quote or describe PLDS documents.
 17 Defendants admit there are PLDS emails with the language quoted in Paragraph 229 and state
 18 that the emails are the best source for their full content and context.

19 230. Paragraph 230 purports to quote or describe a PLDS document. Defendants admit
 20 there is a PLDS email with the language quoted in Paragraph 230 and state that the email is the
 21 best source for its full content and context.

22 231. Defendants lack sufficient knowledge or information to form a belief as to the
 23 truth of the allegations in Paragraph 231 and therefore deny the allegations.

24 232. The first and third sentences of Paragraph 232 purport to quote or describe public
 25 disclosures of certain ODD Defendants. Defendants state that the public disclosures are the best
 26 source for their full content and context. Defendants lack sufficient knowledge or information to
 27 form a belief as to the truth of these allegations regarding other ODD Defendants and therefore
 28 deny the allegations. Defendants admit that the DOJ has acknowledged that it is conducting an

1 investigation of the ODD industry, but lack sufficient knowledge or information to form a belief
2 as to the truth of the remaining allegations in the second sentence and therefore deny the
3 allegations.

4 233. Defendants lack sufficient knowledge or information to form a belief as to the
5 truth of the allegations in Paragraph 233 and therefore deny the allegations.

6 234. Paragraph 234 purports to quote or describe Sony's October 2009 Form 6-K filing
7 with the SEC. Defendants state that the filing is the best source for its full content and context.
8 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
9 allegations and therefore deny the allegations.

10 235. Paragraph 235 purports to quote or describe unidentified news reports.
11 Defendants state that the news reports are the best source for their full content and context.
12 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
13 allegations as to the other ODD Defendants and therefore deny the allegations.

14 236. Defendants lack sufficient knowledge or information to form a belief as to the
15 truth of the allegations in Paragraph 236 and therefore deny the allegations.

16 237. Defendants lack sufficient knowledge or information to form a belief as to the
17 truth of the allegations in Paragraph 237 and therefore deny the allegations.

18 238. Paragraph 238 purports to quote or describe statements made by a DOJ
19 spokesperson. Defendants state that the original statements are the best source for their full
20 content and context. Defendants lack sufficient knowledge or information to form a belief as to
21 the truth of the allegations and therefore deny the allegations.

22 239. Paragraph 239 purports to quote Philips' 2009 Annual Report. Defendants state
23 that the report is the best source for its full content and context. Defendants lack sufficient
24 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
25 allegations.

26 240. Paragraph 240 purports to quote or describe Hitachi's November 2009 Form 6-K
27 filing with the SEC. Defendants state that the filing is the best source for its full content and
28 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of

1 the allegations and therefore deny the allegations.

2 241. Paragraph 241 contains characterizations, legal argument, and conclusions, to
3 which no response is required. To the extent an answer is deemed required, and to the extent the
4 allegations in the first two sentences relate to Defendants, Defendants admit that they have not
5 publicly discussed any details about this matter. To the extent the allegations in the first two
6 sentences relate to other ODD Defendants, Defendants lack sufficient knowledge or information
7 to form a belief as to the truth of the allegations and therefore deny the allegations. Defendants
8 deny the allegations in the third and fourth sentences in the form and manner alleged.

9 242. Paragraph 242 contains characterizations, legal argument, and conclusions, to
10 which no response is required. To the extent an answer is deemed required, Defendants state that
11 Paragraph 242 purports to quote or describe Antitrust Division manuals, and that the manuals are
12 the best source for their full content and context. Defendants lack sufficient knowledge or
13 information to form a belief as to the truth of the allegations and therefore deny the allegations.

14 243. Paragraph 243 contains characterizations and conclusions, to which no response is
15 required. To the extent an answer is deemed required, Defendants state that Paragraph 243
16 purports to quote or describe an Antitrust Division motion for stay of discovery and an HLDSI
17 guilty plea, and that the motion for stay and plea are the best source for their full content and
18 context. Defendants lack sufficient knowledge or information to form a belief as to the truth of
19 the allegations and therefore deny the allegations.

20 244. Paragraph 244 contains characterizations and conclusions, to which no response is
21 required. To the extent an answer is deemed required, Defendants deny the allegations.

22 245. Paragraph 245 contains characterizations and conclusions, to which no response is
23 required. To the extent an answer is deemed required, Defendants deny the allegations.

24 246. Paragraph 246 contains characterizations, legal argument and conclusions, and
25 purports to quote or describe certain U.S. Bureau of Labor Statistics, to which no response is
26 required. To the extent an answer is deemed required, Defendants state that the statistics are the
27 best source for their full content and context. Defendants lack sufficient knowledge or
28 information to form a belief as to the truth of the allegations and therefore deny the allegations.

1 247. Paragraph 247 contains characterizations, legal argument, and conclusions, and
2 purports to rely on unidentified industry sources and statements by ODD suppliers, to which no
3 response is required. To the extent an answer is deemed necessary, Defendants state that the
4 original sources and statements are the best source for their full content and context. Defendants
5 lack sufficient knowledge or information to form a belief as to the truth of the allegations and
6 therefore deny the allegations.

7 248. Paragraph 248 contains characterizations and conclusions, to which no response is
8 required. To the extent an answer is deemed required, Defendants deny the allegations.

9 249. Paragraph 249 contains characterizations, legal argument and conclusions, to
10 which no response is required. Paragraph 249 also purports to rely on data published by the
11 Digital Entertainment Group. To the extent an answer is deemed required, Defendants state that
12 the publication is the best source for its full content and context. Defendants lack sufficient
13 knowledge or information to form a belief as to the truth of the allegations and therefore deny the
14 allegations.

15 250. Paragraph 250 contains characterizations, legal argument and conclusions, to
16 which no response is required. Paragraph 250 also purports to rely on data published by the
17 Bank of Japan. To the extent an answer is deemed required, Defendants state that the publication
18 is the best source for its full content and context. Defendants lack sufficient knowledge or
19 information to form a belief as to the truth of the allegations and therefore deny the allegations.

20 251. Paragraph 251 purports to quote or describe an unidentified news source.
21 Defendants state that the news source is the best source for its full content and context.
22 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
23 allegations and therefore deny the allegations.

24 252. Paragraph 252 contains characterizations, legal argument and conclusions, to
25 which no response is required. To the extent an answer is deemed required, Defendants deny the
26 allegations in the first and second sentences. Defendants lack sufficient knowledge or
27 information to form a belief as to the truth of the remaining allegations and therefore deny the
28 allegations.

1 253. Defendants deny that the allegations in Paragraph 253 are relevant to the ODD
2 industry. To the extent the allegations relate to Defendants, Defendants deny the allegations. To
3 the extent the allegations relate to other ODD Defendants, Defendants lack sufficient knowledge
4 or information to form a belief as to the truth of the allegations and therefore deny the
5 allegations.

6 254. Defendants deny that the allegations in Paragraph 254 are relevant to the ODD
7 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of
8 the allegations and therefore deny the allegations.

9 255. Defendants deny that the allegations in Paragraph 255 are relevant to the current
10 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
11 truth of the allegations and therefore deny the allegations.

12 256. Defendants deny that the allegations in Paragraph 256 are relevant to the current
13 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
14 truth of the allegations and therefore deny the allegations.

15 257. Defendants deny that the allegations in Paragraph 257 are relevant to the current
16 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
17 truth of the allegations and therefore deny the allegations.

18 258. Defendants deny that the allegations in Paragraph 258 are relevant to the current
19 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
20 truth of the allegations and therefore deny the allegations.

21 259. Defendants deny that the allegations in Paragraph 259 are relevant to the ODD
22 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of
23 the allegations and therefore deny the allegations.

24 260. Defendants deny that the allegations in Paragraph 260 are relevant to the ODD
25 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of
26 the allegations and therefore deny the allegations.

27 261. Defendants deny that the allegations in Paragraph 261 are relevant to the ODD
28 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of

1 the allegations and therefore deny the allegations.

2 262. Defendants deny that the allegations in Paragraph 262 are relevant to the ODD
3 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of
4 the allegations and therefore deny the allegations.

5 263. Defendants deny that the allegations in Paragraph 263 are relevant to the current
6 ODD matter. Paragraph 263 purports to quote or describe a JFTC order. Defendants state that
7 the order is the best source for its full content and context. Defendants lack sufficient knowledge
8 or information to form a belief as to the truth of the allegations and therefore deny the
9 allegations.

10 264. Defendants deny that the allegations in Paragraph 264 are relevant to the ODD
11 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of
12 the allegations and therefore deny the allegations.

13 265. Defendants deny that the allegations in Paragraph 265 are relevant to the current
14 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
15 truth of the allegations and therefore deny the allegations.

16 266. Defendants deny that the allegations in Paragraph 266 are relevant to the current
17 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
18 truth of the allegations and therefore deny the allegations.

19 267. Defendants deny that the allegations in Paragraph 267 are relevant to the current
20 ODD matter. Paragraph 178 purports to quote or describe DOJ indictments. Defendants state
21 that the indictments are the best source for their full content and context. Defendants lack
22 sufficient knowledge or information to form a belief as to the truth of the allegations and
23 therefore deny the allegations.

24 268. Defendants deny that the allegations in Paragraph 268 are relevant to the current
25 ODD matter. Paragraph 268 purports to quote or describe unidentified public statements by
26 government authorities and unidentified news reports. Defendants state that the statements and
27 news reports are the best source for their full content and context. Defendants lack sufficient
28 knowledge or information to form a belief as to the truth of the allegations and therefore deny the

1 allegations.

2 269. Defendants deny that the allegations in Paragraph 269 are relevant to the current
3 ODD matter. Paragraph 269 purports to quote or describe an unidentified DOJ announcement.
4 Defendants state that the announcement is the best source for its full content and context.
5 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
6 allegations and therefore deny the allegations.

7 270. Defendants deny that the allegations in Paragraph 270 are relevant to the current
8 ODD matter. Paragraph 270 purports to quote or describe Hitachi plea agreements. Defendants
9 state that the plea agreements are the best source for its full content and context. Defendants lack
10 sufficient knowledge or information to form a belief as to the truth of the allegations and
11 therefore deny the allegations.

12 271. Defendants deny that the allegations in Paragraph 271 are relevant to the current
13 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
14 truth of the allegations and therefore deny the allegations.

15 272. Defendants deny that the allegations in Paragraph 272 are relevant to the current
16 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
17 truth of the allegations and therefore deny the allegations.

18 273. Defendants deny that the allegations in Paragraph 273 are relevant to the ODD
19 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of
20 the allegations and therefore deny the allegations.

21 274. Defendants deny that the allegations in Paragraph 274 are relevant to the ODD
22 industry. Defendants lack sufficient knowledge or information to form a belief as to the truth of
23 the allegations and therefore deny the allegations.

24 275. Defendants deny that the allegations in Paragraph 275 are relevant to the current
25 ODD matter. Defendants lack sufficient knowledge or information to form a belief as to the
26 truth of the allegations and therefore deny the allegations.

27 276. Paragraph 276 contains characterizations, legal argument, and conclusions, to
28 which no response is required. Defendants deny that the allegations in Paragraph 276 are

1 relevant to the ODD industry. To the extent an answer is deemed required, deny the allegations.

2 277. Paragraph 277 contains characterizations, legal argument, and conclusions, to
3 which no response is required. Defendants deny that the allegations in Paragraph 277 are
4 relevant to the ODD industry. To the extent an answer is deemed required, Defendants lack
5 sufficient knowledge or information to form a belief as to the truth of the allegations and
6 therefore deny the allegations.

7 278. Defendants deny that the allegations in Paragraph 278 are relevant to the ODD
8 industry. Paragraph 278 purports to quote or describe statements by a former Samsung lawyer.
9 Defendants state that the original statements are the best source for their full content and context.
10 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
11 allegations and therefore deny the allegations.

12 279. Paragraph 279 contains characterizations, legal argument, and conclusions, to
13 which no response is required. To the extent an answer is deemed required, Defendants deny the
14 allegations in the form and manner alleged.

15 280. Paragraph 280 contains characterizations, legal argument, and conclusions, to
16 which no response is required. To the extent an answer is deemed required, Defendants deny the
17 allegations in the form and manner alleged.

18 281. Paragraph 281 contains characterizations, legal argument, and conclusions, to
19 which no response is required. To the extent an answer is deemed required, Defendants deny the
20 allegations in the form and manner alleged.

21 282. Paragraph 282 contains characterizations, legal argument, and conclusions, to
22 which no response is required. To the extent an answer is deemed required, Defendants deny the
23 allegations in the form and manner alleged.

24 283. Paragraph 283 contains characterizations, legal argument, and conclusions, to
25 which no response is required. To the extent an answer is deemed required, Defendants deny the
26 allegations.

27 284. Paragraph 284 contains characterizations, legal argument, and conclusions, to
28 which no response is required. To the extent an answer is deemed required, Defendants deny the

1 allegations.

2 285. Paragraph 285 contains characterizations, legal argument, and conclusions, to
3 which no response is required. To the extent an answer is deemed required, Defendants deny the
4 allegations.

5 286. Paragraph 286 contains characterizations, legal argument, and conclusions, to
6 which no response is required. To the extent an answer is deemed required, Defendants deny the
7 allegations in the first sentence. The remaining allegations purport to quote or describe a
8 statement attributed to Lite-On. Defendants state that the original statement is the best source for
9 its full content and context. Defendants lack sufficient knowledge or information to form a
10 belief as to the truth of these allegations and therefore deny the allegations.

11 287. Paragraph 287 contains characterizations, legal argument, and conclusions, to
12 which no response is required. To the extent an answer is deemed required, Defendants deny the
13 allegations.

14 288. Paragraph 288 contains characterizations, legal argument, and conclusions, to
15 which no response is required. To the extent an answer is deemed required, and to the extent the
16 allegations relate to Defendants, Defendants deny the allegations in the first sentence in the form
17 and manner alleged. To the extent the allegations relate to other ODD Defendants, Defendants
18 lack sufficient knowledge or information to form a belief as to the truth of the allegations and
19 therefore deny the allegations. The remaining allegations purport to quote or describe public
20 filings made by Hitachi and NEC. Defendants state that the filings are the best source for their
21 full content and context. Defendants lack sufficient knowledge or information to form a belief as
22 to the truth of the remaining allegations and therefore deny the allegations.

23 289. Paragraph 289 contains characterizations, legal argument, and conclusions, to
24 which no response is required. To the extent an answer is deemed required, Defendants deny the
25 allegations.

26 290. Paragraph 290 contains characterizations, legal argument, and conclusions, to
27 which no response is required. To the extent an answer is deemed required, Defendants deny the
28 allegations.

1 291. In response to Paragraph 291, Defendants repeat and incorporate by reference
2 their responses to Paragraphs 1 through 290.

3 292. Paragraph 292 contains characterizations, legal argument, and conclusions, to
4 which no response is required. To the extent an answer is deemed required, Defendants deny the
5 allegations in the form and manner alleged.

6 293. Paragraph 293 contains characterizations, legal argument, and conclusions, to
7 which no response is required. To the extent an answer is deemed required, Defendants admit
8 that they reached a limited number of agreements with certain individual competitors regarding
9 specific procurement events for a few OEM customers which did not include Plaintiffs, but
10 otherwise deny the allegations.

11 294. Paragraph 294 contains characterizations, legal argument, and conclusions, to
12 which no response is required. To the extent an answer is deemed required, Defendants deny the
13 allegations in the form and manner alleged.

14 295. Paragraph 295 contains characterizations, legal argument, and conclusions, to
15 which no response is required. To the extent an answer is deemed required, Defendants deny the
16 allegations.

17 296. Paragraph 296 contains characterizations, legal argument, and conclusions, to
18 which no response is required. To the extent an answer is deemed required, Defendants admit
19 that they reached a limited number of agreements with certain individual competitors regarding
20 specific procurement events for a limited number of OEM customers which did not include
21 Plaintiffs. Defendants further admit that certain of their employees engaged in a number of
22 communications with certain competitors' employees and that some of these communications
23 involved the exchange of information relating to ODDs. Defendants deny the remaining
24 allegations.

25 297. Paragraph 297 contains characterizations, legal argument, and conclusions, to
26 which no response is required. To the extent an answer is deemed required, Defendants deny the
27 allegations.

28 298. In response to Paragraph 298, Defendants repeat and incorporate by reference

1 their responses to Paragraphs 1 through 297.

2 299. Defendants lack sufficient knowledge or information to form a belief as to the
3 truth of the allegations in Paragraph 299 and therefore deny the allegations.

4 300. Defendants lack sufficient knowledge or information to form a belief as to the
5 truth of the allegations in Paragraph 300 and therefore deny the allegations.

6 301. Defendants lack sufficient knowledge or information to form a belief as to the
7 truth of the allegations in Paragraph 301 and therefore deny the allegations.

8 302. Paragraph 302 contains characterizations, legal argument, and conclusions, to
9 which no response is required. To the extent an answer is deemed required, and to the extent the
10 allegations relate to Defendants, Defendants admit they maintained an office in California but
11 otherwise deny the allegations. To the extent the allegations relate to other ODD Defendants,
12 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
13 allegations and therefore deny the allegations.

14 303. Paragraph 303 contains characterizations, legal argument, and conclusions, to
15 which no response is required. To the extent an answer is deemed required, Defendants deny the
16 allegations in the form and manner alleged.

17 304. Paragraph 304 contains characterizations, legal argument, and conclusions, to
18 which no response is required. To the extent an answer is deemed required, Defendants deny the
19 allegations.

20 305. Paragraph 305 contains characterizations, legal argument, and conclusions, to
21 which no response is required. To the extent an answer is deemed required, Defendants admit
22 that they reached a limited number of agreements with certain individual competitors regarding
23 specific procurement events for a few OEM customers which did not include Plaintiffs, but
24 otherwise deny the allegations.

25 306. Paragraph 306 contains characterizations, legal argument, and conclusions, to
26 which no response is required. To the extent an answer is deemed required, Defendants admit
27 that they reached a limited number of agreements with certain individual competitors regarding
28 specific procurement events for a few OEM customers which did not include Plaintiffs, but

1 otherwise deny the allegations.

2 307. Paragraph 307 contains characterizations, legal argument, and conclusions, to
3 which no response is required. To the extent an answer is deemed required, Defendants deny the
4 allegations.

5 308. Paragraph 308 contains characterizations, legal argument, and conclusions, to
6 which no response is required. To the extent an answer is deemed required, Defendants deny the
7 allegations.

8 309. In response to Paragraph 309, Defendants repeat and incorporate by reference
9 their responses to Paragraphs 1 through 308.

10 310. Paragraph 310 contains characterizations, legal argument, and conclusions, and
11 consists of Plaintiffs' characterization of their allegations, to which no response is required. To
12 the extent an answer is deemed required, Defendants incorporate by reference their responses to
13 the specific Paragraphs, and the allegations therein, referenced in Paragraph 310.

14 311. Paragraph 311 contains characterizations, legal argument, and conclusions, and
15 purports to summarize the subsequent Paragraphs in Plaintiffs' Complaint, to which no response
16 is required. To the extent an answer is deemed required, Defendants incorporate by reference
17 their responses to the specific Paragraphs, and the allegations therein, referenced in Paragraph
18 311.

19 312. Paragraph 312 contains characterizations, legal argument, and conclusions, to
20 which no response is required. To the extent an answer is deemed required, Defendants admit
21 that they reached a limited number of agreements with certain individual competitors regarding
22 specific procurement events for a few OEM customers which did not include Plaintiffs, but
23 otherwise deny the allegations.

24 313. Paragraph 313 contains characterizations, legal argument, and conclusions, to
25 which no response is required. To the extent an answer is deemed required, Defendants deny the
26 allegations.

27 314. Paragraph 314 contains characterizations, legal argument, and conclusions, to
28 which no response is required. To the extent an answer is deemed required, Defendants deny the

1 allegations.

2 315. Paragraph 315 contains characterizations, legal argument, and conclusions, to
3 which no response is required. To the extent an answer is deemed required, Defendants deny the
4 allegations.

5 316. Paragraph 316 contains characterizations, legal argument, and conclusions, to
6 which no response is required. To the extent an answer is deemed required, Defendants deny the
7 allegations.

8 317. Defendants lack sufficient knowledge or information to form a belief as to the
9 truth of the allegations in Paragraph 317 and therefore deny the allegations.

10 318. Defendants lack sufficient knowledge or information to form a belief as to the
11 truth of the allegations in Paragraph 318 and therefore deny the allegations.

12 319. Defendants lack sufficient knowledge or information to form a belief as to the
13 truth of the allegations in Paragraph 319 and therefore deny the allegations.

14 320. Paragraph 320 contains characterizations, legal argument, and conclusions, to
15 which no response is required. To the extent an answer is deemed required, and to the extent the
16 allegations relate to Defendants, Defendants admit they maintained an office in California but
17 otherwise deny the allegations. To the extent the allegations relate to other ODD Defendants,
18 Defendants lack sufficient knowledge or information to form a belief as to the truth of the
19 allegations and therefore deny the allegations.

20 321. Paragraph 321 contains characterizations, legal argument, and conclusions, to
21 which no response is required. To the extent an answer is deemed required, Defendants deny the
22 allegations.

23 **PRAYER FOR RELIEF**

24 Defendants deny that Plaintiffs have suffered any injury and further deny that Plaintiffs
25 are entitled to any relief, under any theory.

26 **JURY TRIAL DEMANDED**

27 The Complaint purports to demand a jury trial, to which no response is necessary. To the
28 extent an answer is deemed required, Defendants deny that a jury trial is appropriate.

AFFIRMATIVE DEFENSES

Defendants assert the following affirmative defenses to Plaintiffs' entire Complaint and every cause of action alleged therein, including all claims made under any applicable law. Defendants assert these affirmative defenses without conceding that they bear the burden of proof as to these defenses. Defendants reserve the right to amend or supplement their affirmative defenses.

As separate and distinct affirmative defenses, Defendants allege as follows:

FIRST DEFENSE

(Failure to State a Claim for Relief)

Plaintiffs' Complaint, and each separately pleaded count or claim alleged, fails to state a claim upon which relief can be granted against Defendants under any theory.

SECOND DEFENSE

(Statute of Limitations)

The relief sought by Plaintiffs is barred, in whole or in part, by the applicable statutes of limitations.

THIRD DEFENSE

(Actual and Proximate Injury)

Plaintiffs' claims are barred, in whole or in part, because any injuries or damages Plaintiffs may have suffered were caused solely or proximately by the acts and omissions of others.

FOURTH DEFENSE

(No Damages)

The relief sought by Plaintiffs is barred, in whole or in part, because Plaintiffs have suffered no injury or damages as a result of the matters alleged in the Complaint. To the extent that Plaintiffs purportedly suffered injury or damage, Defendants further contend that any such purported injury or damage was not by reason of any act or omission of Defendants.

FIFTH DEFENSE

(No Antitrust Injury)

1 Plaintiffs' claims are barred, in whole or in part, because Plaintiffs have suffered no
2 antitrust injury.

3 **SIXTH DEFENSE**

4 **(Speculative Damages)**

5 The relief sought by Plaintiffs is barred, in whole or in part, because the alleged damages
6 sought are too speculative and uncertain, and because of the impossibility of the ascertainment
7 and allocation of such alleged damages.

8 **SEVENTH DEFENSE**

9 **(Mitigation)**

10 Plaintiffs' claims are barred to the extent Plaintiffs failed to take all necessary,
11 reasonable, and appropriate actions to mitigate their alleged damages, if any.

12 **EIGHTH DEFENSE**

13 **(Failure to Allege Fraudulent Conspiracy with Particularity)**

14 The relief sought by Plaintiffs is barred, in whole or in part, because Plaintiffs have failed
15 to allege fraudulent concealment with sufficient particularity required by Rule 9(b) of the Federal
16 Rules of Civil Procedure or under other applicable law.

17 **NINTH DEFENSE**

18 **(No Multiple Recoveries)**

19 Plaintiffs' claims are barred, in whole or in part, because Plaintiffs' damage claims create
20 an impermissible risk of duplicative recoveries, barred by the Fifth and Eighth Amendments to
21 the United States Constitution.

22 **TENTH DEFENSE**

23 **(Lack of Direct Purchaser Standing)**

24 Plaintiffs' claims are barred to the extent that in some instances they are indirect
25 purchasers, who did not purchase ODDs directly from Defendants, and cannot maintain an action
26 under 15 U.S.C. § 1 for alleged injuries in that capacity.

ELEVENTH DEFENSE**(Lack of Standing)**

The relief sought by Plaintiffs is barred, in whole or in part, because Plaintiffs lack standing (whether constitutional or required by statute) to bring this action.

TWELFTH DEFENSE**(Waiver and Estoppel)**

The relief sought by Plaintiffs is barred, in whole or in part, by the doctrines of waiver and/or estoppel.

THIRTEENTH DEFENSE**(Laches)**

The relief sought by Plaintiffs is barred, in whole or in part, by the equitable doctrine of laches.

FOURTEENTH DEFENSE**(Unclean Hands)**

Plaintiffs' claims are barred, in whole or in part, by the equitable doctrine of unclean hands.

FIFTEENTH DEFENSE**(Lack of Subject Matter Jurisdiction)**

Plaintiffs' claims are barred, in whole or in part, because this Court lacks subject matter jurisdiction.

SIXTEENTH DEFENSE**(Unjust Enrichment)**

The relief sought by Plaintiffs is barred, in whole or in part, because Plaintiffs would be unjustly enriched if they were allowed to recover the damages alleged in the Complaint.

SEVENTEENTH DEFENSE**(Privileged Intellectual Property Rights)**

Plaintiffs' claims are barred, in whole or in part, because the exercise of patent and other intellectual property rights is privileged and protected under the United States Constitution and

other federal statutes.

EIGHTEENTH DEFENSE

(Acquiescence)

The relief sought by Plaintiffs is barred, in whole or in part, by Plaintiffs' acquiescence and/or confirmation of the conduct and/or omissions alleged as to Defendants.

NINETEENTH DEFENSE

(Set Off)

Without admitting the existence of the single purported conspiracy alleged in the Complaint or that Plaintiffs are entitled to recover damages in this matter, Defendants contend that they are entitled to set off from any recovery Plaintiffs may obtain against Defendants, or any amount paid to Plaintiff by any other Defendants who have settled, or do settle, Plaintiffs' claims in this matter.

TWENTIETH DEFENSE

(Natural Market Conditions)

Plaintiffs' claims are barred to the extent its alleged damages were caused by market conditions and were not the result of any act or omission attributable to Defendants.

TWENTY-FIRST DEFENSE

(Foreign Trade Antitrust Improvements Act)

The relief sought by Plaintiffs is barred, in whole or in part, by provisions of the Foreign Trade Antitrust Improvements Act of 1982, 15 U.S.C. § 6a ("FTAIA"), and related case law.

TWENTY-SECOND DEFENSE

(Foreign Conduct)

Plaintiffs' claims are barred, in whole or in part, to the extent Plaintiffs seek to recover damages, if any, based on sales outside of the United States.

TWENTY-THIRD DEFENSE

(Activity Permitted by Law)

Plaintiffs' claims are barred to the extent they are based on alleged acts, conduct, or statements that are specifically permitted by law.

TWENTY-FOURTH DEFENSE

(Improper Punitive Awards for Single Wrong)

Plaintiffs' claims are barred, in whole or in part, to the extent Plaintiffs seek an improper multiple punitive award for a single wrong because such an award would violate Defendants' rights guaranteed by the Equal Protection provision of the Fourteenth Amendment of the United States Constitution and the Excessive Fines provision of the Eighth Amendment of the United States Constitution.

TWENTY-FIFTH DEFENSE

(Due Process – California Unfair Competition Law)

Any finding of liability under California Business and Professions Code Section 17200 *et seq.* would violate the Due Process Clause of the Fourteenth Amendment to the United States Constitution, and of Article I, Section 7 of the California Constitution, because the standards of liability under these statutes are unduly vague, subjective, and permit retroactive, random, arbitrary, and capricious punishment that serves no legitimate governmental interest.

TWENTY-SIXTH DEFENSE

(Commerce Clause – California Cartwright Act)

Plaintiffs' causes of action with respect to California Business and Professions Code Section 16700 *et seq.*, are barred in whole or in part, because the application of Section 16700 *et seq.*, to wholly interstate or foreign commerce violates the Commerce Clause of the United States Constitution.

TWENTY- SEVENTH DEFENSE

(Adequate Remedy at Law)

Plaintiffs' claim for injunctive relief is barred, in whole or in part, because Plaintiffs have available an adequate remedy at law.

TWENTY- EIGHTH DEFENSE

(Adoption of Defenses By Other Defendants)

Defendants hereby adopt and incorporate by reference any and all other affirmative defenses asserted or to be asserted by any other Defendant in this proceeding to the extent that

Defendants may share in such affirmative defenses.

TWENTY-NINTH DEFENSE

(Additional Affirmative Defenses As Discovered)

Defendants have not knowingly and intentionally waived any applicable affirmative defenses and reserve the right to raise additional affirmative defenses as they become known to it through discovery in this matter. Defendants further reserve the right to amend their answer and/or affirmative defenses accordingly and/or to delete affirmative defenses that they determine are not applicable during the course of subsequent discovery.

WHEREFORE, Defendants pray for judgment as follows:

1. Dismiss Plaintiffs' Complaint with prejudice;
2. Deny Plaintiffs' requested relief against Defendants;
3. Enter judgment in favor of Defendants and against Plaintiffs;
4. Award Defendants' attorney's fees and costs; and
5. Grant Defendants such other and further relief as the Court deems just and proper.

Respectfully Submitted,

By: /s/ Jon V. Swenson

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